

UNITED STATES OF AMERICA FEDERAL TRADE COMMISSION WASHINGTON, D.C. 20580

July 31, 2003

George S. Cary, Esquire

In according its approval of the proposed divestiture, the Commission has relied upon the information submitted and representations made in connection with ConocoPhillips' Petition, and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark Secretary

cc: Janet L. McDavid, Esquire Mary Anne Mason, Esquire Hogan & Hartson L.L.P. Columbia Square 555 Thirteenth Street, NW Washington, DC 20004